

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE PHARMACEUTICAL INDUSTRY)	
AVERAGE WHOLESALE PRICE)	MDL NO. 1456
LITIGATION)	CIVIL ACTION NO. 01-12257-PBS
)	
THIS DOCUMENT RELATES TO)	Hon. Patti B. Saris
ALL ACTIONS)	
)	

MOTION FOR LEAVE TO FILE UNDER SEAL

AstraZeneca Pharmaceuticals LP, by its attorneys, hereby moves this Court for leave to file under seal: (1) AstraZeneca Pharmaceuticals LP's Memorandum of Law in Opposition to Plaintiffs' Motion for Partial Summary Judgment on Behalf of Classes 1 and 2 Against Defendant AstraZeneca Based on Its Guilty Plea Related to Zoladex; (2) the Declaration of Lucy Fowler in Support of AstraZeneca Pharmaceuticals LP's Memorandum of Law in Opposition to Plaintiffs' Motion for Partial Summary Judgment on Behalf of Classes 1 and 2 Against Defendant AstraZeneca Based on Its Guilty Plea Related to Zoladex, and attached exhibits; and (3) AstraZeneca Pharmaceutical LP's Counter Statement to Plaintiffs' Local Rule 56.1 Statement in Support of Plaintiffs' Motion for Partial Summary Judgment on Behalf of Classes 1 and 2 Against Defendant AstraZeneca Based on Its Guilty Plea Related to Zoladex.

Pursuant to the Protective Order entered by this Court on December 13, 2002 (the "MDL Protective Order"), the parties in the above-captioned matter have designated certain documents and other information produced in this matter as either "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL." The above-referenced documents

incorporate documents and deposition testimony given by Class 1 representatives Leroy Townsend and Robert Howe, along with deposition testimony of certain AstraZeneca witnesses, all of which have been designated “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL” by Plaintiffs or Defendant AstraZeneca Pharmaceuticals LP. Pursuant to paragraph 15 of the MDL Protective Order, any document or pleading containing quotes from or otherwise referencing such information shall be filed under seal.

WHEREFORE, AstraZeneca Pharmaceuticals LP respectfully requests that this Court grant it leave to file under seal: (1) AstraZeneca Pharmaceuticals LP’s Memorandum of Law in Opposition to Plaintiffs’ Motion for Partial Summary Judgment on Behalf of Classes 1 and 2 Against Defendant AstraZeneca Based on Its Guilty Plea Related to Zoladex; (2) the Declaration of Lucy Fowler in Support of AstraZeneca Pharmaceuticals LP’s Memorandum of Law in Opposition to Plaintiffs’ Motion for Partial Summary Judgment on Behalf of Classes 1 and 2 Against Defendant AstraZeneca Based on Its Guilty Plea Related to Zoladex, and attached exhibits; and (3) AstraZeneca Pharmaceutical LP’s Counter Statement to Plaintiffs’ Local Rule 56.1 Statement in Support of Plaintiffs’ Motion for Partial Summary Judgment on Behalf of Classes 1 and 2 Against Defendant AstraZeneca Based on Its Guilty Plea Related to Zoladex.

Dated: Boston, Massachusetts
April 7, 2006

Respectfully Submitted,

By: /s/ Lucy Fowler
Nicholas C. Theodorou (BBO # 496730)
Lucy Fowler (BBO #647929)
FOLEY HOAG LLP
155 Seaport Blvd.
Boston, Massachusetts 02210
Tel: (617) 832-1000

D. Scott Wise (admitted *pro hac vice*)
Michael S. Flynn (admitted *pro hac vice*)
Kimberley Harris (admitted *pro hac vice*)
DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
Tel: (212) 450-4000

Attorneys for AstraZeneca
Pharmaceuticals LP

CERTIFICATION PURSUANT TO LOCAL RULE 7.1

Pursuant to Local Rule 7.1(A)(2), the undersigned certifies that counsel for defendants conferred with counsel for plaintiff on this motion, and that counsel for plaintiff does not to the motion.

/s/ Lucy Fowler
Lucy Fowler

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing was delivered to all counsel of record by electronic service pursuant to Paragraph 11 of Case Management Order No. 2, by sending on April 7, 2006, a copy to LexisNexis File & Serve for posting and notification to all parties.

/s/ Lucy Fowler
Lucy Fowler